FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6) AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB NUMBER: Expires: Estimated average b hours per response							
SEC USE O	NLY Serial						

Date Received

U ,—	is an amendment and name has changed, and indicate c	nange.)		
Sale and Issuance of Convertible Prom	issory Notes			
Filing Under (Check box(es) that apply	y): Rule 504 Rule 505 Rule 506	☐ Section 4(6)	□ ULOE	
Type of Filing: ■ New Filing	☐ Amendment			
	A. BASIC IDENTIFICATION DATA		11	<u> </u>
1. Enter the information requested abo	out the issuer			44W 44W 144 44W 14W 14W 18W 10H 18W 18W 1
Name of Issuer (Check if this is a PersonaDX Inc.	in amendment and name has changed, and indicate chan	ige.)	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	07079268
Address of Executive Offices	(Number and Street, City, State, Zip Co			0,0,0200
700 Michigan Avenue, Suite 200, Buf	falo , NY 14203	(716) 848-		<u>~</u> _
Address of Principal Business Operation	ons (Number and Street, City, State, Zip Co	ode) Telephone	Number (Inclu	ding Area Code
(if different from Executive Offices)			SEE.	RECEIVED
Brief Description of Business Biotechnology and Diagnostic Compa	ny.	1	THE O	CT 0 5 2007
Type of Business Organization			6	100
☑ corporation	☐ limited partnership, already formed	other (please:	specify): 🔏	186 EECTION
business trust	☐ limited partnership, to be formed		`	
Actual or Estimated Date of Incorpora Jurisdiction of Incorporation or Organ	ization: (Enter two-letter U.S. Postal Service abbreviati		ctual 🗀 Es	timated PROCESSED
	CN for Canada; FN for other foreign jurisdicti		ا ك	OCT 1 0 2007

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230:501 FINANCE et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
William Tella					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
700 Michigan Avenue, Suite 200,	Buffalo , NY 1420	03			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Richard W. Berenson					
Business or Residence Address	(Numb	er and Street, City, State, Z	Lip Code)		
700 Michigan Avenue, Suite 200,	Buffalo , NY 1426	03		,	
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Lionel J. Coignet, Ph.D.					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
700 Michigan Avenue, Suite 200,	Buffalo , NY 142	03			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Richard R. Matner, Ph.D.					
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		- , · , - , - , - , - , - , - , - , - , - ,
700 Michigan Avenue, Suite 200,	Buffalo . NY 142	03			
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
New Test Ventures					
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
369 Franklin Street, Suite 100, Br	uffalo. New York 1	4202			
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
WNY Venture Capital					
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
5418 Center Pine Lane, Williams	ville, NY 14221				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, Z	ip Code)		<u> </u>
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	· · · · · · · · · · · · · · · · · · ·			<u> </u>
Business or Residence Address	(Numb	er and Street, City, State, 2	ip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	(ip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)	· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address	(Numb	er and Street, City, State, 2	Cip Code)	 ,	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	lividual)	•			
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		**************************************

				B. INFO	ORMATIC	N ABOUT	OFFERE	٧G				
1. Has the iss	uer sold, or	does the is	suer intend	to sell, to r	on accredit	ed investor	s in this off	ering?				√o Mo
			Ans	wer also in	Appendix,	Column 2,	if filing und	ler ULOE.				
2. What is the	e minimum	investment	t that will be	e accepted i	from any in	dividual?					\$_N/A	
											Yes 1	No
3. Does the o	ffering pen	mit joint ow	nership of	a single uni	t?		***************************************	**************			፟)
person or	tion for sol agent of a crsons to be	icitation of broker or de listed are a	purchasers ealer registe ssociated p	in connec	has been of tion with same SEC and uch a broken	ales of secu for with a s	urities in th	e offering.	If a perso ame of the	n to be li broker or	sted is an dealer. If	associated more than
•	ast ttante in	ist, it maivi	iuuai)									
N/A Business or R	esidence A	ddress (Nu	mber and S	treet. City.	State. Zip C	ode)						
				,,,	, _F -	,						
Name of Asso	ociated Bro	ker or Deal	er									
States in Whi	ch Person I	isted Has S	Solicited or	Intends to :	Solicit Purcl	hasers						
											All States	
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H!]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	ָנדטן	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)
Full Name (L	ast name fi	rst, if indivi	idual)									
N/A									_			
Business or R	tesidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
Name of Asse	ociated Bro	ker or Deal	er									
States in Whi						hasers						. U. C+-+
(Check ".	All States" [AK]	or check in [AZ]	dividuai Sti [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	ப <i>F</i> [HI]	All States [1D]
[KL]	[M]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]]	[MN]	[MS]	[MO]
[IZ] [MT]	[NE]	[NV]	[NH]	נאון	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	(TN)	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L				1		1,11						
•			,									
N/A Business or F	Pesidence A	ddress (Nu	mher and S	treet City	State 7 in C	'ode)						
Dusiness of r	cesidence A	iduless (14u	moer and 3	arcci, City,	State, Zip C	.ouc)						
Name of Asse	ociated Bro	ker or Deal	ег									
States in Whi												
,									fr:1		🗖 All	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	(HI)	[ID]
						• -						
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AK] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	(LA) (NM) (UT)	[CT] [ME] [NY] [VT]	[MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[MS] [OR] [WY]	[ID] [MO] [PA] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

Type of Security	Aggregate Offering P		mount Already Sold
Debt	s 0		s 0
Equity	s <u>0</u>		\$ 0
□ Common □ Preferred			
Convertible Securities (including warrants)	\$ <u>2,500,0</u>	<u>00</u>	\$ <u>1,065,000</u>
Partnership Interests			\$0
Other (Specify)	s _0		\$ 0
Total	\$ 2,500,0	00_	\$_1,065,000
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, the number of persons who have purchased securities and the aggregate dollar amount of the on the total lines. Enter "0" if answer is "none" or "zero."	indicate		Aggregate Dollar Amount of Purchases
Accredited Investors	<u>.</u> 6		\$ <u>1,065,000</u>
Non-accredited Investors	<u>N/A</u>		\$ <u>N/A</u>
Total (for filings under Rule 504 only)	···············		s
Answer also in Appendix, Column 4, if filing under ULOE.			
 If this filing is for an offering under Rule 504 or 505, enter the information requested for all sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior 			
to the first sale of securities in this offering. Classify securities by type listed in Part C - Qu			
Type of offering	Type of Security	y	Sold
Type of offering Rule 505	Type of Security	y	
Type of offering Rule 505 Regulation A	Type of Security 0 0	y —	Sold \$ 0
Type of offering Rule 505	Type of Security 0 0	y —	Sold \$0 \$0
Type of offering Rule 505 Regulation A	Type of Security 0 0 0	y 	Sold \$0 \$0 \$0
Type of offering Rule 505 Regulation A Rule 504	Type of Security 0	y 	Sold \$0 \$0 \$0
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of The information may be given as subject to future contingencies. If the amount of an expense of the information may be given as subject to future contingencies.	Type of Security 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	y 	Sold \$0 \$0 \$0
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of The information may be given as subject to future contingencies. If the amount of an exist not known, furnish an estimate and check the box to the left of the estimate.	Type of Security 0 0 0 0 0 the issuer appenditure	y 	\$ 0
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of The information may be given as subject to future contingencies. If the amount of an exist is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Type of Security 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	, 	\$ 0
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of The information may be given as subject to future contingencies. If the amount of an exist is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	Type of Security 0 0 0 0 0 ethe issuer. ependiture	, 	\$ 0
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of The information may be given as subject to future contingencies. If the amount of an exist is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	Type of Security 0 0 0 0 0 ethe issuer. xpenditure	, 	\$ 0
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of The information may be given as subject to future contingencies. If the amount of an eries not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	Type of Security 0 0 0 0 0 0 ethe issuer. expenditure	, 	\$ 0

C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND USE	OF P	ROCEEDS		. <u></u>
 Enter the difference between the aggrega and total expenses furnished in response t "adjusted gross proceeds to the issuer." 			\$	S_2,478,715	
used for each of the purposes shown. If the estimate and check the box to the left of the	ross proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal				
the adjusted gross proceeds to the issuer set	forth in response to Part C - Question 4.b above.		Payments to Officers, Directors, & Affiliates	1	Payments To Others
Salaries and fees			<u>\$_0</u>		\$ <u>0</u>
Purchase of real estate			\$ <u>0</u>		\$ <u>0</u>
Purchase, rental or leasing and installati	on of machinery and equipment		\$ <u>0</u>	D	\$_0
Construction or leasing of plant building	gs and facilities		\$ <u>0</u>	0	\$_0
offering that may be used in exchange f	ng the value of securities involved in this or the assets or securities of another		\$ 0	0	\$ _0
·			\$_0		
• •			\$ 0		
J ,			\$_0		\$ 0
Salt. (op.s),					
		0	S _0		s _0
			\$ <u>0</u>	Ø	\$ <u>2,478,715</u>
Total Payments Listed (column totals a	ided)		R \$	2 4	78,715
Total Fayments Listed (Commit totals at			Β Ψ_		0,715
	D. FEDERAL SIGNATURE				
The issuer has duly caused this notice to be sig	ned by the undersigned duly authorized person. If this no	tice is	filed under Rui	e 50:	i, the
following signature constitutes an undertaki	ng by the issuer to furnish to the U.S. Securities and Exchissuer to any non-accredited investor pursuant to paragrap	ange C	Commission, up	on w	ritten request
Issuer (Print or Type)	Signature		Date		
Persona DX Inc.	M. K. Sann				
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Michael K. Barron	Secretary				

— ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

2 1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	THE PROPERTY OF	SIGNATURE A SEC	ever the second of the second	**	,
	E. STATE	SIGNATURE			
Is any party described in 17 Cl of such rule?	FR 230.262 presently subject to any of	f the disqualification provis	ions	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date .
Persona DX Inc.	ma	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	<u> </u>
Michael K. Barron	Secretary	
	I	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3		· ·	4		Disquali	fication
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			under Sta (if yes, explana waiver g (Part E-	attach tion of granted)	
State	Yes	No	Convertible Promissory Notes \$2,500,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
со									
СТ									
DE				,					
DC									
FL									
GA				-					
HI					·				
ID									
IL									
IN									
lA									
KS		. 🗆			_				
KY									
LA									
ME									
MD									
МА		⊠	х	l	\$5,000	0	0		⊠
· MI									
MN									
MS									
МО									

APPENDIX

1	<u> </u>	2 3 4						5 Disqualification		
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C Item 1)	Type of security Type of investor and explanation waiver gran (Part C-Item 2) under State U (if yes, attraction of the content		amount purchased in State			te ULOE attach ation of granted)	
State	Yes	No	Convertible Promissory Notes \$2,500,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
МТ										
NE										
NV										
NH					- 1 - 1					
NJ		⊠	х	1	\$25,000	0	0		Ø	
NM										
NY		☒	х	3	\$985,000	0	0		Ø	
NC										
ND										
ОН										
ОК										
OR										
PA										
RI										
SC										
SD										
TN										
TX		⊠	х	1	\$50,000	0	0		⊠	
UT										
VT	<u> </u>									
VA										
WA										
wv										
WI										
WY										
PR										

